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Carol Home

RECORDATION NO. 11873 *NN* ✓
SEP 28 1984 -3 15 AM
The Kansas City Southern Railway Company
Louisiana & Arkansas Railway Company
301 West 11th Street, Kansas City, Missouri 64105
RECORDATION NO. 11873 *AM* ✓
SEP 28 1984 -3 15 AM
INTERSTATE COMMERCE COMMISSION

RICHARD P. BRUENING
Vice President and General Counsel

SEP 28 1984 -3 15 AM
INTERSTATE COMMERCE COMMISSION

SEP 28 1984 -3 15 AM

September 27, 1984
4-272A023

Hon. James H. Bayne
Interstate Commerce Commission
Washington, DC 20423

No. _____
Date SEP 28 1984
Fee \$ 50.00
ICC Washington, D. C.
SEP 28 1984 -3 15 AM
INTERSTATE COMMERCE COMMISSION

RE: Lease Amendments 28 through 32,
amending Lease No. 1000, among
Carland, Inc., The Kansas City
Southern Railway Company, Louisiana
& Arkansas Railway Company, and
Kansas City Southern Industries, Inc.

Dear Mr. Bayne:

I have enclosed five counterparts of each of
the documents described below, to be recorded pursuant
to Section 11303 of Title 49 United States Code.

These documents are amendments to Lease No.
1000, among Carland, Inc., The Kansas City Southern
Railway Company, Louisiana & Arkansas Railway Company,
and Kansas City Southern Industries, Inc. They are sec-
ondary documents, dated as shown below.

The primary document to which these amendments apply
is recorded under Recordation No. 11873. The primary
document has been previously amended, the last amendment
having been recorded on August 3, 1984, under Recordation
No. 11873--JJ.

The names and addresses of the parties to the
documents are as follows:

Lessor: Carland, Inc.
4300 Johnson Drive - Suite 101
Fairway, KS 66205

Lessee: Louisiana & Arkansas Railway Company
114 West 11th Street
Kansas City, MO 64105

A description of the equipment covered by each of
the documents is as follows:

ICC OFFICE OF
THE SECRETARY
SEP 28 3 07 PM '84
MOTOR OPERATING UNIT

David M. Schwartz
William J. Worcel
Countryman

- ✓ 1. Lease Amendment 28, dated: February 25, 1984
(Schedule B No. 457)

| <u>Type</u> | <u>AAR Mech Designation</u> | <u>Quantity</u> | <u>Road Nos.</u> |
|-------------|---------------------------------|-----------------|------------------|
| GP 40 | BB | 4 | KCS 748 |
| Locomotive | | | KCS 750 |
| (EMD) | | | KCS 752 |
| | | | KCS 753 |

- ✓ 2. Lease Amendment 29, dated: March 5, 1984
(Schedule B No. 457A)

| <u>Type</u> | <u>AAR Mech Designation</u> | <u>Quantity</u> | <u>Road Nos.</u> |
|-------------|---------------------------------|-----------------|------------------|
| GP 40 | BB | 2 | KCS 749 |
| Locomotive | | | KCS 751 |
| (EMD) | | | |

- ✓ 3. Lease Amendment 30, dated: April 6, 1984
(Schedule B No. 457B)

| <u>Type</u> | <u>AAR Mech Designation</u> | <u>Quantity</u> | <u>Road Nos.</u> |
|-------------|---------------------------------|-----------------|------------------|
| GP 40 | BB | 6 | KCS 754 |
| Locomotive | | | KCS 755 |
| (EMD) | | | KCS 756 |
| | | | KCS 757 |
| | | | KCS 758 |
| | | | KCS 759 |

- ✓ 4. Lease Amendment 31, dated: April 3, 1984
(Schedule B No. 474)

| <u>Type</u> | <u>AAR Mech Designation</u> | <u>Quantity</u> | <u>Road Nos.</u> |
|-------------|---------------------------------|-----------------|------------------|
| Flat Car | FMS | 2 | KCS 710032 |
| | | | KCS 710041 |

- ✓ 5. Lease Amendment 32, dated: December 15, 1983

| <u>Type</u> | <u>AAR Mech Designation</u> | <u>Quantity</u> | <u>Road Nos.</u> |
|-------------|---------------------------------|-----------------|------------------|
| GP 40 | BB | 17 | KCS 760 |
| Locomotive | | | thru KCS |
| (EMD) | | | 776, incl. |

A fee of \$50.00 is enclosed. Please return all counterparts of the documents not needed by the Commission for recordation to the party tendering same.

Short summaries of the documents to appear in the index are as follows:

1. Lease Amendment 28:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 2/25/84, covering four locomotives (KCS 748, KCS 750, KCS 752, KCS 753).

2. Lease Amendment 29:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 3/5/84, covering two locomotives (KCS 749 and KCS 751)

3. Lease Amendment 30:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 4/6/84, covering six locomotives (KCS 754, KCS 755, KCS 756, KCS 757, KCS 758, KCS 759)

4. Lease Amendment 31

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 4/3/84, covering two flat cars (KCS 710032 and KCS 710041)

5. Lease Amendment 32:

Amendment to Lease 1000, Carland, Inc., Lessor, KCS, L&A, Lessees, Recordation No. 11873; dated 12/15/83, covering seventeen locomotives (KCS 760 through KCS 776, inclusive).

Yours very truly,



Richard P. Bruening

1000

REGISTRATION NO. 11813-00

Filed 1983

RECORDATION NUMBERS - PREVIOUS ICC FILINGS

LEASE

SECURITY AGREEMENT AND ASSIGNMENT: May 1, 1981

CONSENT AND AGREEMENT: May 1, 1981

SEP 28 1984 - 3 15 AM DATE

December 15, 1983

INTERSTATE COMMERCE COMMISSION

SCHEDULE B. NO. 544

Attached to and made a part of Lease No. 1000 entered into this 1st day of May, 1980, by and between CARLAND, INC., and LOUISIANA AND ARKANSAS RAILWAY COMPANY

The following described Unit or Units have been delivered by Lessor to Lessee on the above date subject to the terms of said Lease.

| Description | No of Units | Identification Number | Unit No. | Delivery | | Amount | Rental Per Unit | | Lease Extens Periods |
|-----------------|-------------|-----------------------|----------|------------|----------|---------|-------------------------|--------|----------------------|
| | | | | Place | Date | | Annual or No. of | Months | |
| EMD Locomotives | 17 | 3130 | 760 | Shreveport | 12-15-83 | 2823.76 | per month for 60 months | | |
| | | 3131 | 761 | | | 2607.50 | per month for 60 months | | |
| | | 3132 | 762 | | | 2708.77 | per month for 60 months | | |
| | | 3134 | 763 | | | 2683.38 | per month for 60 months | | |
| | | 3135 | 764 | | | 2649.14 | per month for 60 months | | |
| | | 3136 | 765 | | | 2610.55 | per month for 60 months | | |
| | | 3138 | 766 | | | 2608.82 | per month for 60 months | | |
| | | 3140 | 767 | | | 2631.19 | per month for 60 months | | |
| | | 3141 | 768 | | | 2610.62 | per month for 60 months | | |
| | | 3142 | 769 | | | 2828.12 | per month for 60 months | | |
| | | 3145 | 770 | | | 2609.65 | per month for 60 months | | |
| | | 3146 | 771 | | | 2610.42 | per month for 60 months | | |

Date of Delivery: 12-15-84

Prime at Delivery: 11%

RECORDATION NUMBERS - PREVIOUS ICC FILINGS

LEASE

1000

SECURITY AGREEMENT AND ASSIGNMENT: May 1, 1981

CONSENT AND AGREEMENT: May 1, 1981

DATE December 15, 1983

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| Description | No of Units | Identification Number | Unit No. | Delivery | | Rental Per Unit Annual or No. of Months | Lease Extens Period: |
|-----------------|-------------|-----------------------|----------|------------|----------|---|----------------------|
| | | | | Place | Date | | |
| EMD Locomotives | 17 | 3147 | 772 | Shreveport | 12-15-83 | 2737.48 per month for 60 months | |
| | | 3148 | 773 | | | 2610.49 per month for 60 months | |
| | | 3149 | 774 | | | 2667.52 per month for 60 months | |
| | | 3150 | 775 | | | 2610.48 per month for 60 months | |
| | | 3151 | 776 | | | 2610.68 per month for 60 months | |

Date of Delivery: 12-15-83
Prime at Delivery: 11%

The Unit or Units hereinabove described, the aforesaid Lease, all rentals due or to become due in respect of such Unit(s), and all proceeds of the foregoing are subject to a security interest and assignment in favor of City Bank and Trust of Kansas City (City Bank), individually, and as agent for The Northern Trust Company and The First National Bank of Shreveport, pursuant to Security Agreement and Assignment between Carland, Inc. and City Bank and Consent and Agreement between the undersigned lessee and City Bank, all dated as of May 1, 1981.

(Lessor) Carland, Inc. LOUISIANA AND ARKANSAS RAILWAY COMPANY (Lessee)

Secretary

ATTEST:

(Seal)

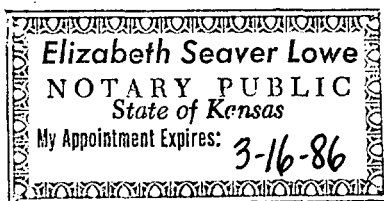
BY:

Vice President

Marshall H. Dean, President

STATE OF KANSAS)
) SS
COUNTY OF JOHNSON)

On this 15th day of December, 1983, before me personally appeared Marshall H. Dean, to me personally known, who, being duly sworn, says that he is the President of CARLAND, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Elizabeth Seaver Lowe
Notary Public

STATE OF MISSOURI)
) SS
COUNTY OF JACKSON)

On this 15th day of December, 1983, before me personally appeared J. H. Hughes to me personally known, who, being duly sworn, says that he is Vice President of Louisiana & Arkansas Railway Co. that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Betty L. Hutsler
Notary Public

BETTY L. HUTSLER
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires February 16, 1988